

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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: **Chapter 11 Case No.**
: **08-13555 (JMP)**
: **(Jointly Administered)**
: **Debtors.**
: **(Jointly Administered)**
: **(Jointly Administered)**
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**ORDER PURSUANT TO SECTION
327(a) OF THE BANKRUPTCY CODE AND RULE 2014
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
AUTHORIZING THE EXPANSION OF ERNST & YOUNG LLP'S RETENTION
AS AUDITORS TO THE DEBTORS, NUNC PRO TUNC TO JULY 18, 2011**

Upon consideration of the supplemental application, dated October 17, 2011 (the "Supplemental Application"),¹ of Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors-in-possession (together, the "Debtors"), pursuant to section 327(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") for authorization to expand the scope of the Debtors' retention of Ernst & Young LLP ("E&Y") as auditors to the Debtors, *nunc pro tunc* to July 18, 2011, on the terms set forth in that certain supplemental engagement letter dated July 18, 2011 between the Debtors and E&Y (the "Supplemental Engagement Letter"), annexed as Exhibit A to the Supplemental Application; and upon the affidavit of Salvatore Restivo, a partner of E&Y, in support of the Supplemental Application and annexed thereto as Exhibit B; and the Court being satisfied, based on the representations made in the Supplemental Application and the Salvatore Affidavit, that E&Y represents no interest adverse to the Debtors or the Debtors' estates under section 327 of the Bankruptcy Code as modified by section 1107(b); and the Court having jurisdiction to consider

¹ Capitalized terms that are used but not defined in this order have the meanings ascribed to them in the Supplemental Application.

the Supplemental Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Supplemental Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Supplemental Application having been provided in accordance with the procedures set forth in the amended order entered June 17, 2010 governing case management and administrative procedures for these cases [ECF No. 9635] on (i) the United States Trustee for Region 2; (ii) the attorneys for the Creditors' Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; and (vi) all parties who have requested notice in these chapter 11 cases, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Supplemental Application is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Supplemental Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Supplemental Application is approved as set forth herein; and it is further

ORDERED that pursuant to section 327(a) of the Bankruptcy Code, the Debtors are hereby authorized to expand the scope of their retention of E&Y as their auditors to include the Services, *nunc pro tunc* to July 18, 2011, in accordance with the terms and conditions set forth in the Supplemental Engagement Letter and this Order; and it is further

ORDERED that the terms and conditions of the Supplemental Engagement Letter are approved and the Debtors will be bound by such terms; and it is further

ORDERED that E&Y shall apply to the Court for compensation and reimbursement of expenses for all fees payable in connection with the Services pursuant to the standard of review set forth in section 330 of the Bankruptcy Code, and in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, the Local Rules and orders of the Court, guidelines established by the U.S. Trustee, and such other procedures that have been or may be fixed by order of this Court, including but not limited to the Court's Fourth Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals [ECF No. 15997], the Court's Order Amending the Fee Protocol, [ECF No. 15998] and General Order M-389; and it is further

ORDERED that to the extent this Order is inconsistent with the Supplemental Application, this Order shall govern; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: New York, New York
November 4, 2011

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE